

Document:	Minutes FINAL & APPROVED	
Meeting:	Council of Governors session in public Monday 24 January 2022, 16:00 – 18:00	
Present:	Anita Donley (AD)	Trust Chair
	Chris Barham (CB)	Public governor
	Liz Bennett (LB)	Stakeholder governor (WSCC) [from 04-22]
	Elizabeth Bowden (EB)	Public governor
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor (LoF) [until 16-22]
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor [until 11-22]
	John Harold (JRH)	Public governor
	Janet Haite (JDH)	Public governor [until 16-22]
	Oliver Harley (OH)	Public governor
	Anita Hazari (AH)	Staff governor
	Miriam Farley (MF)	Public governor
	Raman Malhotra (RM)	Staff governor [until 11-22]
	Caroline Migo (CM)	Public governor
	Peter Shore (PS)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	Public governor
	Alison Stewart (AS)	Public governor
	Peter Ward Booth (PWB)	Public governor
Antony Fulford-Smith (AFS)	Public governor	
Thavamalar Yoganathan (TY)	Public governor	
In attendance:	Clare Pirie (CP)	Director of communications and corporate affairs (CoSec)
	Madeleine Johnson (MJ)	Executive Assistant Team Leader (mins)
	Gary Needle (GN)	Senior Independent Director [until 12-22]
	Karen Norman (KN)	Non-executive director [until 11-22]
	Paul Dillon Robinson (PD-R)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
Apologies:	None	
Did not attend:	Julie Holden (JWH)	Stakeholder governor EGTC
Ref.	Item	
Standing items		
01-22	<p>Welcome, apologies and declarations of interest and eligibility</p> <p>AD opened the meeting and reminded governors that the meeting would be recorded; the recording will sit alongside the draft minutes until confirmed. Apologies were noted as above, and the meeting was confirmed as quorate.</p> <p>AFS noted the following change to his declaration of interest: he is no longer employed Ipsen; there were no further declarations of interest.</p> <p>The Chair explained that she would ask KN and GN to withdraw for items 11-22 and 12-22, and noted that agenda item 16-22 should read “independent” review, rather than “internal”.</p>	
02-22	<p>Draft minutes of the public meeting held on 30 November</p> <p>AD advised that a governor has requested a transcript of the meeting held on 30 November 2021.</p> <p>The minutes were not approved by Council. A number of governors stated that they wanted to suggest changes to the draft minutes. AD requested that governors send their suggestions by email. Governors agreed that these minutes should currently remain in draft form.</p> <p>TB requested that the draft minutes be turned around faster. The Chair agreed to explore this matter, but noted her belief that the minutes are turned around in a feasible timeframe.</p>	

03-22	<p>Matters arising and actions pending from previous meetings There were none.</p>
Holding non-executive directors to account for the performance of the board	
04-22	<p>Executive overview SJ shared a presentation which provided an update to the Council, highlights of which include:</p> <ul style="list-style-type: none"> • Covid-19: an update on the Omicron variant. QVH has been affected by increased levels of staff self-isolation. The Level 4 national incident will be reviewed at end of month. • Cancer hub: QVH has stepped up again as cancer hub receiving referrals to date from East Sussex Healthcare NHS Trust, University Hospitals Sussex NHS Foundation Trust, and Buckinghamshire Healthcare NHS Trust. • Sussex system challenges: numbers of patients who are medically ready for discharge and significant numbers of young, mental health patients. • Children & Young people's patient experience survey 2020: we were 1 of only 3 trusts in the country to score "much better than expected" • Recovery targets: the Trust's greatest challenge is 52ww patients: the number is expected to rise in the spring. <p>SJ provided an update on the upcoming Vaccination as a Condition of Deployment (VCOD) requirement:</p> <ul style="list-style-type: none"> • QVH is among the top trusts in the South East for vaccination uptake. • There are ongoing challenges to determine roles are in scope according to the definition "CQC regulated activity". This is not a challenge unique to QVH. • We have very low numbers of unvaccinated staff; this number changes daily. Letters have been sent to all unvaccinated staff and those with unknown vaccination status. Individual discussions are being had with staff members. • Redeployment or dismissal will not be discussed until 31 March. This is a genuine concern for the trust. <p>Council considered the update seeking the following information:</p> <ul style="list-style-type: none"> • Consideration will be given to including percentage figures where appropriate in executive overview updates, in order to give greater context. • The deadline to receive the first dose of vaccine by 3 February was set in national legislation, although the licence for Pfizer states the second dose can be administered within 3 weeks of the first. • NHS legislation requires staff to self-isolate if they have Covid; staff can be released after a negative lateral flow test on days 6 and 7.
05-22	<p>Board of Directors the Chair reported:</p> <ul style="list-style-type: none"> • The Board has approved the QVH Green Plan. • There has been good challenge from NEDs to hold Executive Directors to account; partly through the submission of questions prior to each meeting. <p>The lead governor commented that the question system is working well and encouraged the continuation of this practice when face-to-face meetings return.</p> <p>There were no further questions or comments raised.</p>
06-22	<p>Finance and performance committee (F&PC) PDR reminded the Council that F&PC met twice in January due to the postponed December meeting. Assurance is received both directly from management and through monitoring meeting papers closely for continued awareness of risks and issues.</p> <p>The committee is monitoring closely the risks posed by acting up as a cancer hub. The committee received assurance that the 104ww and 78ww lists are on track for elimination, however challenges remain for the 52ww list which is further impacted by late referrals.</p>

	<p>There is a continued focus on health inequalities data to ensure fairness for all patients, including those with disabilities and learning difficulties.</p> <p>With regard to staffing, vacancy rates remain consistent, and the associated risks of VCOD have been explored in great detail.</p> <p>The committee has received further assurance regarding information governance, data improvement, corporate risks, and clinical coding. PDR highlighted the results of a recent internal audit on clinical coding; the standard of coding at the Trust has improved to a very high standard, with focus now turning to work on outpatient coding.</p> <p>A Business Case was approved for a system called iRefer which utilises artificial intelligence to ensure maximum efficiency for referrals.</p> <p>F&PC's current focus is on planning for the next financial year; plans are scrutinised for robustness and achievability. The national targets to reach 120% of activity levels from 2019/20 and to reduce outpatient follow ups by 25% are particular challenges for QVH; 2019/20 saw a large increase in additional activity, and many of our patients require follow ups due to the nature of our services. There is continual work to maximise theatre utilisation efficiency.</p> <p>Under the current block funding contract, the Trust is forecast to breakeven this financial year; expenditure control is in effect, and the run rate for both pay and non-pay has been stable. There is uncertainty around the financial regime for next year as the system allocations have not yet been announced. There have been a number of tariff amendments which may advantage the Trust.</p> <p>Council considered the update and the following questions and comments were raised:</p> <ul style="list-style-type: none"> • Figures were requested for the monthly expenditure changes and for the likely run rate this financial year. PDR noted that the run rates change month to month, and assured these are compared on a monthly basis with figures from the previous financial year; the expenditure costs fluctuate by low percentages. It was agreed that any further requested details would be taken outside of the meeting. • In response to a question regarding potential revenue impact if block funding changes, PDR explained there is unlikely to be penalty regime; we expect to be incentivised by a block awarded for achieving a set level of activity, however this is unconfirmed. • In response to the question of whether the Board has discussed with the Sussex system their role in wider recovery plans, PDR stated there are ongoing discussions with both the ICS and Commissioners. • PDR confirmed there is no scope for backpay on historic procedures paid below current tariff; these were paid according to the national tariff set at the time. • Regarding the target expenditure for this financial year, PDR outlined the current run rate as approximately £80-82million which is consistent with the past few years. The Trust is unlikely to reduce this without large staffing cuts; this will not happen as it would be at the expense of delivering safe activity and high quality care. He assured that there is frequent challenge on the necessity of all posts through business planning. There are potential efficiencies from the procurement of goods and services, however achieving the national 4% efficiency target will be challenging as a small organisation. • The contracts for specialised services commissioned from QVH will be signed by 31 March 2022; further detail about which services will be commissioned from QVH will be known within the next month, and details of what is delegated to the ICS will be known within the next few weeks.
<p>07-22</p>	<p>Quality and governance committee (Q&GC)</p> <p>KN stated that she would update on the basis that all governors had read the Q&G report to Board. The main areas of discussion in the Q&G seminar were workforce risks around recruitment and retention and staff self-isolation and sickness levels. The committee took significant assurance from the CQC Children and Young People's survey results, which commends the work of our staff.</p> <p>AFS said there was large discussion at the last Q&GC meeting regarding the pressures of Covid and its impact on staffing; it was noted, however, that we are not seeing exceptionally high sickness absence and safe staffing levels have been maintained. The committee was assured that staff</p>

	<p>vaccination levels have increased, and a number of other critical items were discussed such as clinical harm reviews, corporate risks, antimicrobial prescribing and falls.</p> <p>He added that the process of submitting questions to report authors in advance of the meeting has allowed for robust assurance.</p> <p>In response to a question regarding the impact on staffing of easing national Covid restrictions, KN answered that the Trust has not been as challenged by staff sickness as other organisations. Recruitment is likely to be a long term challenge, as with other trusts nationwide. The recruitment risk remains on the risk register for scrutiny; Q&GC will continue to monitor any impact on quality of care and safe service delivery.</p> <p>No further questions or comments were raised.</p>
08-22	<p>Audit committee</p> <p>KG reminded Council that the Audit Committee meets quarterly: the most recent meeting was held in December 2021 and was reported to Board in January 2022.</p> <p>KG highlighted the following specific areas considered by Audit Committee in December:</p> <ul style="list-style-type: none"> • Assurance update received for KSO5 and any gaps in the assurance were discussed. • Review of the annual report on policy status: the committee raised concern about the increasing number of overdue policies; assurance has since been received that the number is reducing. • Review of the Standards of Business Conduct Policy: some breaches of the requirement for conflict of interest declarations were reported in early December, these were eliminated before the January Board meeting. Work is ongoing to ensure staff follow correct process to self-certify. • External auditors, KPMG, provided an update and presented the charity accounts for previous year. • The committee received reports from internal auditors, RSM, and reviewed the first draft of the 2022/23 internal audit plan. This was reviewed ahead of usual timeline to allow for greater input from the Board before sign off. <p>In response to a question regarding adherence to procurement processes, KG noted that this has seen great improvement over the last year. Single tender waivers had increased during the height of the pandemic as fast decisions were required, however this has now stabilised.</p> <p>No further questions or comments were raised.</p>
09-22	<p>Any other questions for non-executive directors</p> <p>There were no further questions. GN advised that NHSEI has announced today that the National Quality Board will be asking each ICB to develop a governance mechanism for quality that feeds into system level. This will require Q&GC to work closely with the wider Sussex system, and will reinforce quality as the central organising principle of the Trust.</p>
Council business	
10-22	<p>Proposal to hold election for Lead Governor in February 2022</p> <p>The Chair addressed the motion submitted by OH to hold an election for Lead Governor in February 2022. She added that there has been further correspondence between the Chair and a number of governors since the motion was submitted.</p> <p>The Chair offered context to the motion and explained that the current process outlined in the Constitution for the appointment of Lead Governor is one of self-nomination, whereas the process for the appointment of a governor representative is one of election.</p> <p>OH introduced the motion and requested the Council be allowed to vote on this motion during this meeting.</p> <p>The Chair noted there the additional correspondence contains some points of fact that require clarification, and proposed that the motion is not moved forward at this stage until all governors have been able to consider the full correspondence.</p>

	<p>A number of governors expressed disagreement with the Chair’s proposal.</p> <p>CM stated that there had been substantial divergence from the Constitution in January 2021; and when asked to expand explained this divergence as the postponing of elections and allowing new governors certain privileges. She noted that QVH Constitution varies from a number of other Foundation Trusts’ Constitutions, and that it “flies in the face” of Monitor’s recommendation that the Council of Governors should vote on their Lead Governor and that Directors, including the Chair, should not be involved in this decision.</p> <p>CP explained that the role of Lead Governor was introduced by Monitor with the sole purpose of being the point of contact between governors and the regulator should the Chair need to be removed; Monitor did not intend the post holder to assume greater power or responsibility than other governors. The QVH Constitution has broadened the Lead Governor role to also include the role of being governor representative to the Board. Any changes to the Constitution would require both Council and Board approval.</p> <p>A governor suggested that whoever assumes the role of Lead Governor should act as a “good shepherd”, remaining impartial rather than advocating a single view point. A number of governors agreed.</p> <p>LB asked CoG to note that she would be unable to vote on this motion while the Constitution remains as it is; the nature of her role requires her to abide by the Constitution at all times.</p> <p>The Chair confirmed that PS will remain as Lead Governor until the end of his term in June 2022, and thanked him for his exemplary service thus far. She stated that she was closing discussion regarding the Lead Governor role to avoid the risk of being disrespectful to the current Lead Governor.</p> <p>A number of governors challenged the Chair’s decision to pause the motion. TB stated that the current process where Board decides the Lead Governor “sounds like having your cake and eating it” and goes against democracy. OH added that he felt that a reasonable democratic process was being denied and that the Chair and CP are “splitting hairs” over this.</p> <p>The Chair explained that the current process is not a question of Board choice, rather accepting a recommendation from the Chair following a process of self-nomination. She objected to OH’s points.</p> <p>The Chair closed discussion on this matter, noting that a number of governors are not content with current the process of self-nomination. All governors require access to full information and there must a full discussion between all governors before the motion is moved forward.</p>
<p>11-22</p>	<p>Re-appointment of non-executive director JRH advised of the Appointments Committee’s recommendation to approve an extension of KN’s appointment as NED for a second term in office.</p> <p>The motion was approved.</p>
<p>12-22</p>	<p>Remuneration for SID as acting chair of QVH JRH thanked GN for assuming the role of acting chair in October 2021 for six weeks. The Council concurred.</p> <p>Council approved the recommended remuneration.</p>
<p>13-22</p>	<p>Annual planning for 2022/23 SJ shared a presentation which provided an update to the Council regarding the Planning Guidance for 2022/23, highlights of which include:</p> <ul style="list-style-type: none"> • Guidance sets out four key expectations: accelerate plans to grow the substantive workforce and work differently while focusing on health and wellbeing of staff; rapidly adopt new models of care that exploit the full potential of digital technologies; work in partnership as systems to get above pre-pandemic levels of productivity; and use additional government funding to increase capacity. • Systems are asked to deliver on 10 specific priorities; the most challenging priority for QVH will be tackling the elective backlog.

	<ul style="list-style-type: none"> The Trust is awaiting the release of further technical guidance. The operational plan must be approved by 25 April. <p>SJ noted that the trust's 2021/22 Targeted Investment Fund (TIF) bid for two modular theatres was successful; the appointed contractor will deliver these units in Spring 2022. TIF bids are being welcomed for 2022/23; the trust looking into entering a bid for additional theatres.</p> <p>In response to a question regarding ensuring sufficient staffing for new theatres, SJ acknowledged this will be a challenge, and a staffing review will be required.</p> <p>A governor expressed concern about the expectation to grow the workforce and suggested it would be better for QVH to maximise current resource. SJ explained this is a national expectation set out in Planning Guidance for 2022/23.</p> <p>A governor asked how the Planning Guidance will impact on local actions and hospital strategy. SJ advised that internal business planning has commenced and that Clinical Directors and General Managers are heavily involved in this process; they are working closely with the Workforce team to triangulate business plans with our current available staffing.</p>
<p>14-22</p>	<p>Annual review of Appointments committee ToRs</p> <p>The Chair noted that in the duties and responsibilities section the words 'and that there were not significant issues of concern' should be deleted. These were replaced by the addition agreed in the Appointments Committee, and have been left in the text in the paper in error.</p> <p>As Chair of the Appointments Committee, JRH presented the proposed the following changes to the ToRs under general duties and responsibilities:</p> <ul style="list-style-type: none"> Wording related to removing a Chair or NED from a meeting has been removed as it is not relevant to the ToRs The process for the Chair appraisal be amended in line with national guidance to make explicit the role of the SID in leading the process, which now includes consultation with the lead governor prior to the performance review. <p>No further questions or comments were raised.</p> <p>Council approved the recommendation that the ToRs be approved for the next 12 months. The next formal review will take place in January 2023.</p>
<p>15-22</p>	<p>Update on appointment of substantive Trust Chair</p> <p>JRH outlined the proposed approach for the appointment of a substantive Trust Chair, as follows:</p> <ul style="list-style-type: none"> Recruit for three year term: the revised timeline for work towards merger is shorter than that, but Chair and NEDs are on a 'contract for services' therefore notice can be served earlier, if appropriate. Three year appointments is standard QVH practice. Use of a recruitment agency to ensure greatest reach in order to attract high quality candidates: this will support a formal, rigorous and transparent process. Seek a very experienced Chair. Recruit in line with the Constitutional requirement that they are a member, therefore the Chair would need to live in Kent, Surrey, Sussex or South London. Remuneration of £50,000 per annum for 2-3 days per week. There is a provisional timeline allows a handover from interim Chair to new Chair in mid-May. <p>Council made the following comments:</p> <ul style="list-style-type: none"> The appointed candidate must have sufficient time and capacity to undertake the role; noted that remuneration is for service and not affected by the number of days worked. The catchment area may need to extend in order to attract the right high calibre candidates; although the advantage was also noted of a Chair familiar with the area and with the degree of flexibility in availability often sought by Council. If the timeline needs to extend there is potential to ask AD to extend her term by up to 3 months.

	<p>A governor requested to see the job description, this was seen by Council during the previous Chair appointment process and will be shared again with the governor who made the request.</p> <p>CP confirmed the detailed timeline will be reviewed at Appointments Committee in February 2022.</p>
16-22	<p>Update on independent review</p> <p>CP advised that Carnal Farrar have completed the process of collecting information and interviewing stakeholders, and that it is hoped the report would be completed this month. Board will consider the report on 3 February during an additional private meeting, and the provisional date for discussion with Council is Monday 21 February.</p> <p>The Chair sought opinion as to whether Council wish to bring the meeting forwards to discuss the review findings as soon as possible after Board. Council did not wish to bring the meeting forward.</p> <p>A number of governors requested to see the full detail of the report, rather than the executive summary. The Chair reminded Council that the review ToRs state the full report would be given to NHSE, Chair and Board only, but she will explore this issue and discuss with NHSEI as co-commissioners of the report.</p>
Any other business	
17-22	<p>Next formal meeting in public 11 April 16:00</p> <p>There was no other business.</p>
Questions	
18-22	<p>Chair confirmed no questions had been received and closed the meeting at 18:16.</p>